

RECORDATION NO. 18079-L
FILED

MAY 18 '05 1-10 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

May 17, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Lease, dated as of May 11, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement and Lease Supplement previously filed with the Board under Recordation Numbers 18079-F and 18079-G.

The names and addresses of the parties to the enclosed document are:

Lessor: Wilmington Trust Company, not in its individual
capacity but solely as Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Lessee: Kansas City Southern Railway Company
(f/k/a Southrail Corporation)
114 West 11th Street
Kansas City, Missouri 64105

• * Mr. Vernon A. Williams
May 17, 2005
Page 2

A description of the railroad equipment covered by the enclosed document is:

9 hopper railcars within the series SR 31012 – SR 31049 as more particularly set forth in the equipment schedule attached to the document.

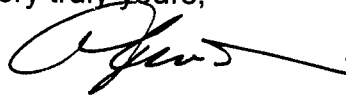
A short summary of the document to appear in the index is:

Termination of Lease.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

MAY 18 '05

1-10 PM

Termination of Lease**SURFACE TRANSPORTATION BOARD**

This Termination of Lease constitutes the acknowledgement of the undersigned parties that the Equipment Lease Agreement (Hopper Railcars) dated as of February 26, 1993 between **WILMINGTON TRUST COMPANY**, not in its individual capacity but solely as trustee and the lessor and **(THE) KANSAS CITY SOUTHERN RAILWAY COMPANY** (formerly known as Southrail Corporation) as the lessee (the "Agreement") as supplemented by Lease Supplement dated as of February 26, 1993 (the "Lease Supplement") which was made a part of the Trust Agreement dated as of December 31, 1992 as amended by the Amended and Restated Trust Agreement dated as of February 26, 1993 (the "Trust Agreement") between Key Equipment Finance Inc., successor to KeyCorp Leasing Ltd., as owner participant and Wilmington Trust Company as owner trustee, has expired or terminated as to all equipment leased thereunder and which is more specifically described on Exhibit A hereto.

Such Agreement and Lease Supplement were filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board), on February 26, 1993 at 1:20 p.m. under Recordation Numbers 18079-F and 18079-G, respectively.

This Termination of Lease may be executed by the parties on separate counterparts.

Dated as of May 1st, 2005

WILMINGTON TRUST COMPANY,
not in its individual capacity but solely as trustee

**THE KANSAS CITY SOUTHERN RAILWAY
COMPANY** (formerly known as Southrail
Corporation)

By: Tracy M. McLamb

Name:

Title:

Tracy M. McLamb
Senior Financial Services Officer

By: Neil Thomas

Name: Neil Thomas

Title: Director Asset Utilization

STATE OF **DELAWARE**)
COUNTY OF **NEW CASTLE**) ss

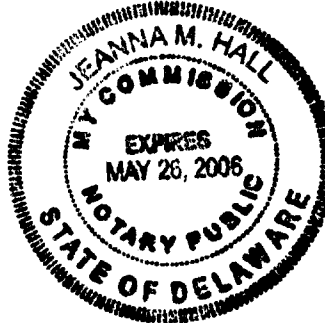
On this 2th day of MAY, 2005, before me the subscriber personally appeared Tracy M. McLamb, who being by me duly sworn, did depose and say that (s)he resides at NEW CASTLE County, State of DELAWARE; that (s)he is a Senior Financial Services Officer of WILMINGTON TRUST COMPANY, the corporation described in and which executed the foregoing instrument; and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

Jeanna Hall

NOTARY PUBLIC

My Commission Expires:

JEANNA M. HALL
Notary Public - State of Delaware
My Comm. Expires May 26, 2006



STATE OF Missouri)
COUNTY OF Jackson) ss

On this 11 day of May, 2005, before me the subscriber personally appeared Nell Thomas, who being by me duly sworn, did depose and say that (s)he resides at Clay County, State of Missouri; that (s)he is a Director Asset Utilization of Kansas City Southern, the corporation described in and which executed the foregoing instrument; and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

Barbara L. Blevins

NOTARY PUBLIC

My Commission Expires:

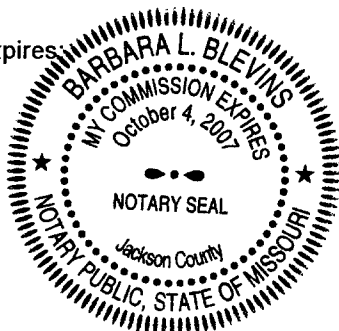


EXHIBIT A
To Termination of Lease

Equipment

Nine (9) woodchip Hopper Railcars bearing Railcar Numbers:

| | |
|----|-------|
| SR | 31012 |
| | 31015 |
| | 31017 |
| | 31023 |
| | 31028 |
| | 31034 |
| | 31037 |
| | 31041 |
| | 31049 |